

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

RECORDATION NO. 25426 C FILE

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SURFACE TRANSPORTATION BOARD

DEC 3 2010

VIA UPS 2nd DAY AIR

December 1, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25426.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: United Sugars Corporation
524 Center Avenue
Moorhead, MN 56560

A description of the railroad equipment covered by the enclosed document is for forty (40) covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(UNSU005)

ASSGN. NO.: UNSU005

DEC 06 '10 -11 11 AM

MEMORANDUM OF LEASE

SOUTHERN RAILROAD BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of March, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United Sugars Corporation a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 3, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulskey
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR
OF DOCUMENTATION

[CORPORATE SEAL]

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES

Executed on this 4th day of November, 2010

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UNITED SUGARS CORPORATION

ATTEST:

By: Lee Glass

Name: Lee Glass

Title: Director of Transportation

By: _____

Name: _____

Title: _____

Executed on this 25 day of March, 2010.

[CORPORATE SEAL]

STATE OF North Dakota Minnesota

COUNTY OF Clay

I, Janet A. Harriman, a Notary Public of the County and State aforesaid, certify that Lee Glass personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25 day of March, 2010.

Janet A. Harriman
Notary Public

My Commission Expires:

Jan 31, 2014
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 5250 cu. ft. covered hopper cars equipped with SS gravity/pneumatic outlets, Carboline 892 linings and trough hatches.

CAR NUMBERS:

FURX	850167	FURX	850710
FURX	850179	FURX	850714
FURX	850181	FURX	850716
FURX	850226	FURX	850719
FURX	850310	FURX	850720
FURX	850332	FURX	850721
FURX	850496	FURX	850724
FURX	850498	FURX	850725
FURX	850540	FURX	850727
FURX	850595	FURX	850728
FURX	850618	FURX	850731
FURX	850646	FURX	850732
FURX	850675	FURX	850734
FURX	850690	FURX	850735
FURX	850700	FURX	850736
FURX	850702	FURX	850737
FURX	850704	FURX	850738
FURX	850705	FURX	850739
FURX	850707	FURX	850740
FURX	850709	FURX	850741